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UNITED STATES DISTRICT COURT
 DISTRICT OF OREGON
 (Portland Division)

ADI ACQUISITION CO., LLC,

Plaintiff,

v.

THEODORE L. VALLAS,

Defendant.

Civil No. 3:18-cv-01871-HZ

**PLAINTIFF'S SUPPLEMENTAL
 REBUTTAL EXHIBIT LIST**

Plaintiff ADI Acquisition Co., LLC submits the following Supplemental Rebuttal Exhibit List:

Ex. No.	Bates No. or ECF No.	Description	Marked	Offered	Received
44	ADI_0000734- ADI_0000735	January 21, 2018 email string between Timothy Sieber, John Beardsley, Darrell Richardson, Mr. Vallas, Dr. Paul Hook, Terry Canby and Tom Carrollo regarding <i>Caesar's</i> case legal fees			
45	ADI_000815- ADI_000816	February 13, 2018 email string between John Barkley and Bruce Berning with cc to Michael Fletcher regarding stock purchase agreement negotiations			

Ex. No.	Bates No. or ECF No.	Description	Marked	Offered	Received
46	ADI_000818- ADI_000823	February 9, 2018 - February 13, 2018 email string between Terry Canby and John Barkley attaching Aerodynamics Incorporated Balance Sheet Detail with markup by John Barkley			
47	ADI_000876- ADI_000877	February 9, 2018 - February 14, 2018 email string between John Barkley and Terry Canby with cc on final email to Mary Herrington regarding Aerodynamics Incorporated Balance Sheet			
48	ADI_000922- ADI_000925	February 15, 2018 email between Sam Holly for Bruce Berning and John Barkley with cc to Michael Fletcher regarding letter agreements with lawyers			
49	ADI_000529- ADI_000533	February 15, 2018 – February 18, 2018 emails between Bruce Berning, John Barkley, and Terry Canby with forward to Timothy Sieber by Terry Canby regarding Stock Purchase Agreement negotiations and closing			
50	ADI_001417- ADI_001427	February 22, 2018 email from John Barkley to Michael Fletcher regarding revisions to Stock Purchase Agreement with Addendum attached			
51	ADI_001483- ADI_001487	February 22, 2018 – February 23, 2018 email string between Michael Fletcher and John Barkley regarding revisions to Addendum to Stock Purchase Agreement			
52	ADI_002057- ADI_002065	February 26, 2018 email from Michael Fletcher to John Barkley with cc to Terry Canby and Bruce Berning attaching seller closing documents			

Ex. No.	Bates No. or ECF No.	Description	Marked	Offered	Received
53	ADI_002071	February 26, 2018 email from John Barkley to Terry Canby and Timothy Sieber setting out payments that Carlsbad-Palomar Airlines, Inc. needs to be make at or immediately following closing, including <i>Caesar's</i> legal fees			
54	ADI_002088- ADI_002113	February 27, 2018 email from Michael Fletcher to John Barkley with cc to John Beardsley, Timothy Sieber, and Terry Canby attaching revised Addendum to Stock Purchase Agreement			
55	ADI_002114	February 27, 2018 email from John Barkley to Michael Fletcher with cc to John Beardsley, Timothy Sieber, and Terry Canby regarding Addendum to Stock Purchase Agreement			
56	ADI_002272- ADI_002273	March 1, 2018 email between John Barkley and Bruce Berning with cc to Michael Fletcher regarding <i>Caesar's</i> case			
57	ADI_002595	March 1, 2018 email from Bruce Berning to John Barkley with cc to Michael Fletcher and C. Dana Hobart regarding <i>Caesar's</i> case			
58	ADI_002596- ADI_002597	March 1, 2018 email string between Bruce Berning, John Barkley, Michael Fletcher, John Beardsley, Terry Canby, and Tom Carrollo regarding C. Dana Hobart's report regarding <i>Caesar's</i> case			
59	ADI_002621- ADI_002623	March 1, 2018 email string between Bruce Berning, John Barkley, John Beardsley, Michael Fletcher, Terry Canby, and Tom Carrollo regarding <i>Caesar's</i> case			

Ex. No.	Bates No. or ECF No.	Description	Marked	Offered	Received
60	ADI_002315	March 1, 2018 email from Timothy Sieber to John Barkley with cc to Bruce Berning, Michael Fletcher, and Terry Canby regarding QuickBooks access			
61	ADI_002633	March 2, 2018 - March 3, 2018 email string between Bruce Berning and John Barkley with cc to John Beardsley and Terry Canby regarding status of closing			
62	ADI_000303- ADI_000304	March 1, 2, and 5, 2018 emails between John Barkley and Bruce Berning regarding status of closing			
63	ADI_002349	March 12, 2018 email from John Barkley to Bruce Berning stating wire instructions given to Mr. Vallas			
64	ADI_002350	March 13, 2018 email string between Bruce Berning and John Barkley regarding status of processing funds by brokerage			
65	ADI_002351	March 14, 2018 email string between Bruce Berning and John Barkley requesting proof that payment for closing is in process			
66	ADI_000038- ADI_000047	March 14, 2018 letter from John Barkley to Bruce Berning regarding status of closing and proposal for finalizing Stock Purchase Agreement, including promissory note and guaranty			
67	ADI_002394- ADI_002395	March 19, 2018 email between John Barkley and Bruce Berning regarding status of closing, including promissory note and guaranty			

Ex. No.	Bates No. or ECF No.	Description	Marked	Offered	Received
68	ADI_002398	March 20, 2018 email from Bruce Berning to John Barkley regarding Second Addendum and revised Vallas Guaranty			
69		Courthouse News Service Complaints search regarding actions involving Carlsbad-Palomar Airlines, Inc.			
70	ADI_001414; ADI_001395 – ADI_001396	February 22, 2018 email string between Michael Fletcher and John Barkley with cc to Bruce Berning, Terry Canby, and John Beardsley regarding ADI Acquisition Co., LLC stock certificate			
71		November 19, 2019 letter from Theodore L. Vallas to the Office of Aviation Analysis regarding request for extension of Grant Authority to restart operations			
72		January 16, 2020 letter from the Office of Aviation Analysis to Theodore L. Vallas regarding response to request for extension of Grant Authority to restart operations			
73		January 31, 2019 Complaint for Indemnification and Declaratory Relief filed by John Barkley in the Superior Court of the State of California in and for the County of San Diego, North County Division, in <i>John Barkley v. Carlsbad-Palomar Airlines, Inc.</i> (Case No. 37-2019-00006177-CU-OE-NC)			
74		March 14, 2018 letter from John Barkley to Directors regarding Aerodynamics Inc. Financial State (sent via email March 21, 2018)			

Ex. No.	Bates No. or ECF No.	Description	Marked	Offered	Received
75		October 30, 2017 Great Lakes Aviation Ltd. invoice to Aerodynamics Inc.			
76		December 21, 2018 (revised December 27, 2018) letter from The City of Pierre and City of Watertown to the Office of Aviation and International Affairs regarding delinquent services provided by California Pacific Airlines			
77		November 3, 2017 Oside News article: Carlsbad McClellan-Palomar Airport Based Airline Finally Taking Flight			

DATED this 3rd day of March, 2020.

TONKON TORP LLP

By s/ Ava L. Schoen

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CERTIFICATE OF SERVICE

I hereby certify that I served the foregoing **PLAINTIFF'S SUPPLEMENTAL REBUTTAL EXHIBIT LIST** on:

Theodore L. Vallas
Carlsbad-Palomar Airlines, Inc.
2100 Palomar Airport Road, #222/223
Carlsbad, CA 920011
Vallas1@cox.net
tgallas@gmail.com

by mailing a copy thereof in a sealed, first-class postage prepaid envelope, addressed to said party's last-known address and depositing in the U.S. mail at Portland, Oregon on the date set forth below; and by causing a copy thereof to be e-mailed to said party at said party's last-known email addresses on the date set forth below.

DATED this 3rd day of March, 2020.

TONKON TORP LLP

By s/ Ava L. Schoen

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